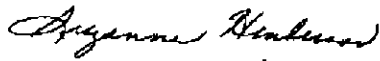


Electronically Recorded

Official Public Records



Suzanne Henderson

Tarrant County Texas

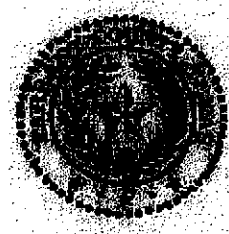
2009 Oct 02 03:22 PM

Fee: \$ 28.00

Submitter: SIMPLIFILE

D209263502

4 Pages



CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. Box 18496
Oklahoma City, OK 73154

Submitter: Chesapeake Operating, Inc.

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

ELECTRONICALLY RECORDED
BY SIMPLIFILE

By: _____

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

D209263502

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Electronically Recorded
Chesapeake Operating, Inc.

SECOND AMENDMENT OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS § L0237761
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TARRANT §

WHEREAS, an Oil and Gas Lease dated June 1, 2006, was granted by Martin Sprocket & Gear, Inc. ("Lessor"), to FSOC Gas Co., Ltd., as evidenced by Memorandum of Oil and Gas Lease and Financing Statement (the "Memorandum"), being recorded at Document No. D207003392, Official Public Records, Tarrant County, Texas (the "Lease"),

WHEREAS, the Lease is now owned by Chesapeake Exploration, L.L.C. ("Lessee"); and

WHEREAS, an Amendment to Oil and Gas Lease dated May 21, 2008 was granted by Martin Sprocket & Gear, Inc., to Chesapeake Exploration, L.L.C., being recorded at Document No. D208201644, Official Public Records, Tarrant County, Texas; and

WHEREAS, it is the mutual desire to Lessor and Lessee to amend the Lease as more specifically provided for herein:

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledge, the parties hereto agree that the Lease is amended as follows:

1. The term "Retained Tract" as used in Paragraphs 7 and 13 of the Lease is hereby amended to be the 520.316 acre pooled unit for the Horned Frog Unit as identified by the plat attached hereto as Exhibit "A."

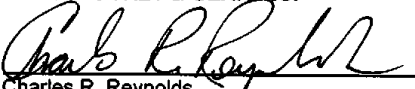
EXCEPT as amended hereby, the Lease shall remain in full force and effect according to its original terms, and Lessor acknowledges the Lease, as amended hereby, to be valid, subsisting and in full force and effect.

This Amendment to Oil and Gas Lease may be executed in multiple counterparts, each of which when so executed shall be deemed and original, but all of which when taken together shall constitute one and the same instrument.

Executed by each party on the date set forth in their respective acknowledgments below, but effective for all purposes as of August 10, 2009.

LESSOR:

MARTIN SPROCKET & GEAR INC.

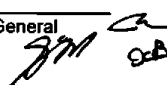
By: 
Charles R. Reynolds

Its: Vice President & Treasurer

LESSEE:

**Chesapeake Exploration, L.L.C.,
An Oklahoma Limited Liability Company**

By: 
Henry J. Hood, Sr. Vice President - Land and Legal & General Counsel



ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on this 15th day of August, 2009, by Charles R. Reynolds of Martin Sprocket & Gear, Inc., on behalf of said corporation in such capacity.



Jill Harris
Notary Public, State of Texas
My Commission Expires: 4/11/2012

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Before me, the undersigned, a Notary Public in and for said County and State, on this 20th day of August, 2009, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel of **Chesapeake Operating, Inc.**, acting as General Partner for **Chesapeake Exploration L.L.C.**, an Oklahoma Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Cori Dawn Fields
Notary Public

My Commission Expires: 5-17-2011
My Commission Number: 7004433

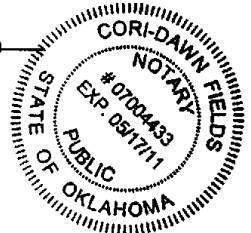


Exhibit "A"

REGISTERED PROFESSIONAL SURVEYORS

**HERBERT S.
BEASLEY**

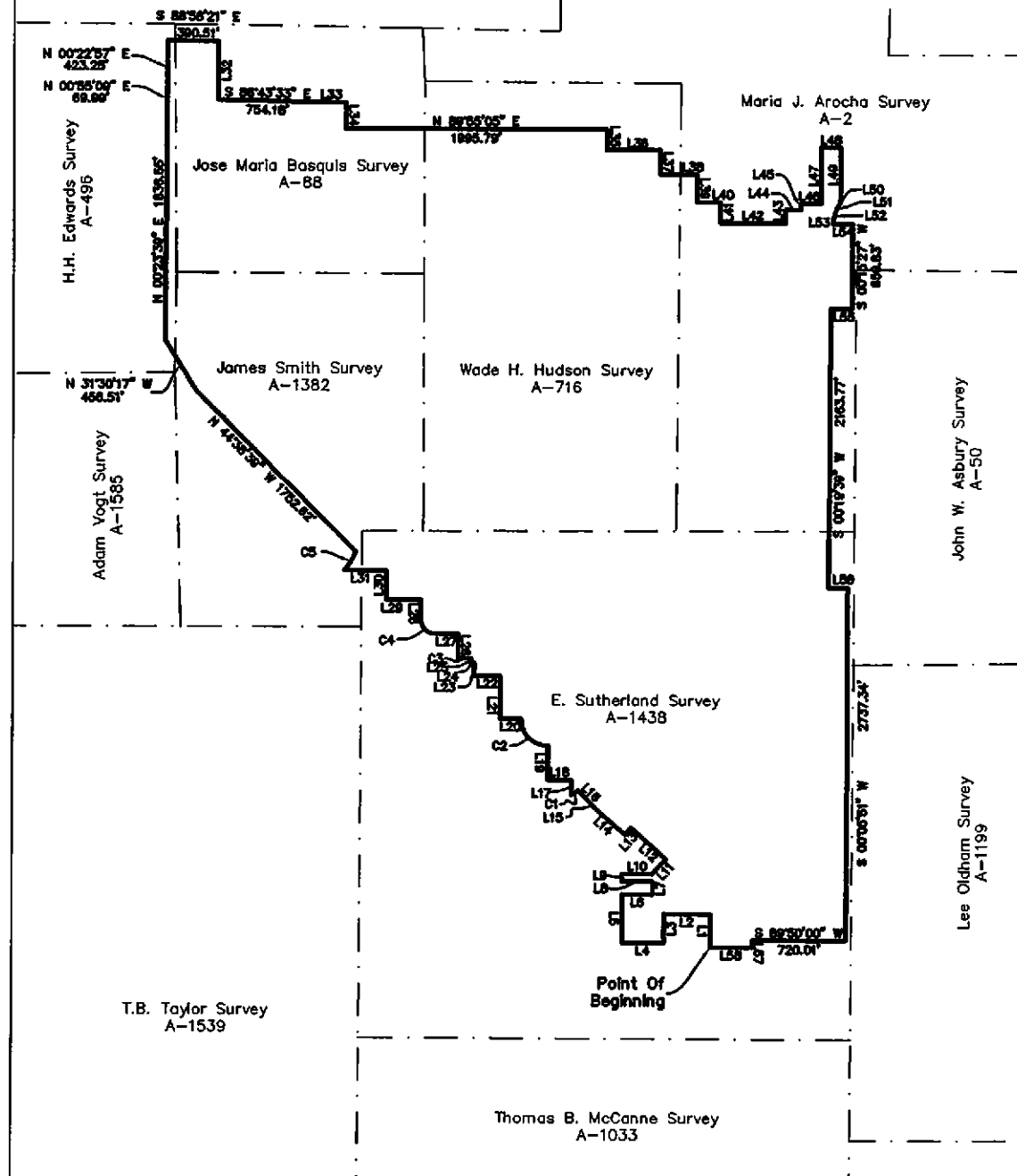
LAND SURVEYORS L.P.

• LAND • TOPOGRAPHIC
• CONSTRUCTION SURVEYING

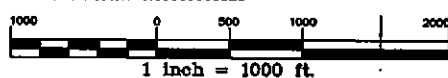
Anthony B. Conner Survey
A-305

P. O. BOX 8873
FORT WORTH, TEXAS 76124

METRO 817-429-0194
FAX 817-448-5488



Basis of bearings: NAD27 Texas North Central Zone.
Grid Scale Factor: 0.99986383328



SHEET 1 OF 2

CHESAPEAKE OPERATING, INC.
520.316 Acre Horned Frog Unit
Fort Worth, Tarrant County, Texas.

CHK-Horned Frog Unit.dwg

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154